

CERTIFICATE OF REPORTER

STATE OF DELAWARE:

:

NEW CASTLE COUNTY:

I, Kimberly A. Hurley, Registered Merit Reporter and Notary Public, do hereby certify that there came before me on the 13TH day of January, 2006, the deponent herein, DANIEL P. ROLLINS, who was duly sworn by me and thereafter examined by counsel for the respective parties; that the questions asked of said deponent and the answers given were taken down by me in Stenotype notes and thereafter transcribed by use of computer-aided transcription and computer printer under my direction.

I further certify that the foregoing is a true and correct transcript of the testimony given at said examination of said witness.

I further certify that reading and signing of the deposition were waived by the deponent and counsel.

I further certify that I am not counsel, attorney, or relative of either party, or otherwise interested in the event of this suit.

Kimberly A. Hurley, RMR
Certification No. 126-RPR
(Expires January 31, 2008)

DATED:



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IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

BRIAN MILLER, HECTOR CALDERON,)
CHARLES FOLWELL, DAWN M.)
HAUCK, KEVIN KEIR, ASHBY)
LINCOLN, KAREN MASINO, ROBERT)
W. PETERSON, SUSAN M. POKOISKI,)
DAN P. ROLLINS, and WILLIAM)
SPERATI,)

Plaintiffs,)

v.)

C.A. No. 05-10-JJF)

COMPUTER SCIENCES CORPORATION,)

Defendant.)

Deposition of KAREN A. MASINO taken pursuant to notice at the law offices of Potter Anderson & Corroon, Hercules Plaza, 6th Floor, Wilmington, Delaware, beginning at 1:00 p.m., on Friday, January 13, 2006, before Kimberly A. Hurley, Registered Merit Reporter and Notary Public.

APPEARANCES:

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Wilmington, Delaware 19806
for the Plaintiffs

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ORIGINAL

1 period?

2 A. Correct.

3 Q. Which would either be within a week or maybe
4 two weeks of that?

5 A. Exactly.

6 Q. You were notified on September 11th, 2003, when
7 you received a letter from the company saying you were no
8 longer eligible for AMIP?

9 A. I believe it was the 11th. It may have been
10 the 13th when I actually had my face-to-face meeting.

11 Q. At the time that you were notified, you knew
12 you would no longer get any AMIP payment, correct?

13 A. Correct.

14 Q. What is your Social Security number?

15 A. 222-56-2862.

16 Q. What is your date and place of birth?

17 A. September 1st, 1959. I was born here in
18 Wilmington, Delaware.

19 Q. Where do you currently reside?

20 A. At 420 West 22nd Street.

21 Q. Do you own or rent your home?

22 A. I rent.

23 Q. How long have you been at that address?

24 A. More than 15 years.



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1 Q. Are you married?

2 A. No.

3 Q. Have you ever been married?

4 A. No.

5 Q. Do you have any children?

6 A. No.

7 Q. Have you ever been arrested?

8 A. No.

9 Q. Or ever convicted of any felony or misdemeanor?

10 A. No.

11 Q. Have you ever served in the military?

12 A. No.

13 Q. When did you first contact an attorney to
14 handle your case against CSC?

15 A. I believe in October of 2003.

16 Q. Would that have been shortly after you received
17 notice that you were not going to get any AMIP payment?

18 A. Correct.

19 Q. Once you knew that you were not entitled to any
20 AMIP payment, that's when you decided you were going to
21 seek counsel?

22 A. Yes.

23 Q. Who was the first attorney that you contacted?

24 A. Jeff Martin.



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1 A. I worked in Harrisburg at a utility services
2 company.

3 Q. For how long did you do that?

4 A. About two years.

5 Q. Then you started working for DuPont?

6 A. Then I was back at DuPont.

7 Q. Did you stay at DuPont continuously from there
8 on out?

9 A. Yes.

10 Q. You stopped working for DuPont when?

11 A. In May of '97.

12 Q. Did you come over with a group?

13 A. I came over with the entire group.

14 Q. Would that have been in June of '97?

15 A. Yes.

16 Q. What positions did you hold at DuPont?

17 A. When we transitioned?

18 Q. At all times.

19 A. At all times? I was a programmer, a project
20 manager, a team leader, I was a technology manager at
21 transition.

22 Q. What's a technology manager?

23 A. We got a subset of technology that was our
24 responsibility to move through the product life cycle and



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1 Q. Have you ever seen this plan?

2 A. Yes.

3 Q. Where have you seen it?

4 A. It was in the management guide, I believe.

5 Q. Which management guide, do you know?

6 A. There's an employee handbook and then a
7 management guide that we got when we were supervising
8 employees or had direct-line responsibility.

9 Q. Was this in the Chemical Group?

10 A. Yes.

11 Q. Which group were you in when you came over to
12 CSC?

13 A. Which group in CSC?

14 Q. Yes.

15 A. In the Chemical Group which was called Horizon
16 Initiatives at the time.

17 Q. Then it became Chemical Group?

18 A. It became Chemical and Energy; Chemical, Oil
19 and Gas; then the Chemical Group. It had a variety of
20 names.

21 Q. What's the name of it now?

22 A. Chemical account, I believe.

23 Q. Is this the same as TMG?

24 A. It's a part of TMG, which is the Technology



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1 Q. Was it the same person that led each session?

2 A. I don't remember.

3 Q. Do you remember what was said about the AMIP
4 plan?

5 A. Not specifically.

6 Q. Were you provided with any documents about the
7 AMIP plan?

8 A. In those sessions? I don't believe so.

9 Q. At the time of transition or around that time.

10 A. I don't believe I would have received that,
11 since I was not on the bonus program at the time.

12 Q. You said there was a chemical plan that you
13 received when you became a manager?

14 A. Yes.

15 Q. When would that have been?

16 A. Shortly after transition.

17 Q. When you say "shortly," what do you mean?

18 A. Within a year.

19 Q. Would that have been at the start of fiscal
20 year 2004?

21 A. 1998.

22 Q. I'm sorry. At the start of fiscal year 1998?

23 A. Yes.

24 Q. So approximately April of '97?



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1 A. No. We transitioned in '97. See how confusing
2 that fiscal year is?

3 Q. You're right. It does get confusing. Let me
4 start again.

5 You came over in June of '97.

6 A. Correct.

7 Q. That would be during fiscal year 1998?

8 A. '98, right.

9 Q. Would it have been at the start of fiscal year
10 '99 --

11 A. Correct.

12 Q. -- that you received the chemical -- that you
13 became a manager?

14 A. To my recollection, yes. During that time.

15 Q. So approximately April of '98?

16 A. May have been May or June, but in that time
17 frame.

18 Q. April or June, somewhere in there?

19 A. Yes.

20 Q. At some point during that time frame is when
21 you received this management handbook for the chemical
22 account?

23 A. Correct.

24 Q. In there, there are some provisions regarding



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1 AMIP?

2 A. Correct.

3 Q. Other than the provisions in that handbook, are
4 you aware of any other written policies about AMIP?

5 A. No.

6 Q. What positions have you held while you have
7 been at CSC?

8 A. I was an operations manager. I'm sorry. I was
9 a technology manager first, then an operations manager,
10 then a portfolio manager, and now I'm an account manager.

11 Q. What salary levels have you been at while at
12 CSC?

13 A. I transitioned at salary level 4. I was made a
14 5 within, I think, three months because they had
15 misleveled some folks. Now I'm a level 6.

16 Q. When were you made a level 6?

17 A. I don't specifically recall. 1999 or 2000. I
18 don't remember.

19 Q. Would it have been after you were promoted to
20 the chemical account manager's position?

21 A. It was when I was an operations manager. I was
22 promoted and put on the AMIP program at the same time.

23 Q. What time would that have been?

24 A. What year or what time of year?



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1 but yes, that's the range.

2 Q. Some years it was 20 percent?

3 A. Right.

4 Q. Some years it might have been 25 percent?

5 A. No.

6 Q. And some years it could have been in between?

7 A. No. I'm sorry. I'm not explaining it
8 correctly. Your eligibility was always preset. If
9 you're eligible for 20 percent, that's what your target
10 was.

11 Q. That's for your entire career at CSC?

12 A. No. Only for whatever that fiscal year was.
13 So it could have changed the next year to 25 percent. I
14 have never heard of anybody dropping.

15 Q. So some years it was 20 percent and then some
16 years it went up to 25 percent?

17 A. Mine was always 20 percent.

18 Q. Yours was always 20 percent. That makes it
19 easy.

20 So that the total AMIP bonus that you
21 could ever receive was 20 percent of your salary?

22 A. Correct.

23 Q. How the bonus was calculated, that would change
24 year to year?



1 A. Correct.

2 Q. There were different factors that were used?

3 A. Yes.

4 Q. What were some of the factors that were used in
5 the calculation of the AMIP bonuses?

6 A. Depending on the year, they were financial
7 goals of the account, financial goals of the company,
8 earnings per share, your specific performance in your job
9 function.

10 Q. What would be some metrics that the company
11 would measure in terms of financial goals of the account?

12 A. Again, they measure earnings per share,
13 operating income. Those kinds of things.

14 Q. Those are financial goals of the company.

15 A. Yes. And they also measured -- the operating
16 income and those financials goals were also measured at
17 the account level.

18 Q. Those are all different factors that the
19 company used to calculate the AMIP bonus?

20 A. Correct.

21 Q. Sometimes those factors were used, sometimes
22 they weren't used, correct?

23 A. I'm not sure how to answer that. The factors
24 would change from year to year.



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1 Q. So let's just give an example. Earnings per
2 share, that might be a factor one year, it might not be a
3 factor another year?

4 A. Correct.

5 Q. Or operating income might be a factor one year,
6 it might not be a factor another year?

7 A. Correct.

8 Q. Is the same true for the individual performance
9 component, that that might be a factor one year but not a
10 factor another year?

11 A. I believe so.

12 Q. How would you find out what the factors were
13 and how they were going to be used?

14 A. We would get the AMIP worksheet at some period
15 during the year where the factors were described and
16 explained.

17 Q. Am I correct that you wouldn't receive that
18 AMIP worksheet until later in the year, let's say
19 September, October, November?

20 A. That's correct. It did not always come out
21 early in the year.

22 Q. We have talked about the different factors that
23 might be used, and I'm not asking you for an exhaustive
24 list because there were a lot of different factors that



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1 were used. Correct?

2 A. There were a handful. Maybe six. For the most
3 part, they were consistent through the years, so we knew
4 in general what they would be year to year.

5 Q. But they could change?

6 A. They could change, but in general, we would
7 know.

8 Q. In addition to the factors themselves
9 potentially changing, the targets also changed, correct?

10 A. Correct.

11 Q. That is, earnings per share might be a factor
12 year after year, but the target for earnings per share
13 would change year to year.

14 A. Correct.

15 Q. The same target for operating income would
16 change year to year.

17 A. Correct.

18 Q. And the target for individual performance would
19 change year to year.

20 A. Correct.

21 Q. Who set the targets?

22 A. I don't know.

23 Q. Who set the factors that were going to be
24 considered?



1 A. I don't know.

2 Q. Did you have any input into the targets or the
3 factors?

4 A. No.

5 Q. You said you received worksheets that laid all
6 this out?

7 A. Yes.

8 Q. And the worksheets that laid this out you would
9 receive in the September/October/November time frame?

10 A. I believe so.

11 Q. How would you receive these worksheets? Would
12 you receive them in e-mail form or printed form handed to
13 you?

14 A. Typically they were handed to us. We did get
15 one in e-mail form.

16 Q. What year did you get in e-mail form?

17 A. I don't remember. 2003, maybe. No, couldn't
18 have been 2003. 2002.

19 Q. It could have been fiscal year 2003, but during
20 the year 2002; is that right?

21 A. Yes.

22 Q. Who would e-mail it to you, and who would hand
23 it to you?

24 A. Our manager would hand it to us. At the time



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1 that was Bob Tattle. Or Debbie Krakowski. I believe
2 when it was e-mailed, it was e-mailed right from Human
3 Resources.

4 Q. What would you do once you had this worksheet
5 handed to you or e-mailed to you? Did you do anything?

6 A. There was some discussion about how we were
7 doing with that target with our management and whether we
8 felt we were in line or had to make adjustments for the
9 rest of the year.

10 Q. Would you have that discussion right when it
11 was sent to you or you might not have those discussions
12 until later in the fiscal year?

13 A. Yeah, it would be pretty immediate.

14 Q. Sometimes you might be on target and sometimes
15 you might not be on target?

16 A. They were mostly on target, from my
17 recollection.

18 Q. Prior to receiving those worksheets, you would
19 have no way of knowing how the AMIP was going to be
20 calculated for that fiscal year?

21 MR. WILSON: Object to form. You can
22 answer.

23 A. Not specifically, but we would have a general
24 knowledge of what the performance factors would be.



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1 Q. What is it?

2 A. This is my offer ever when I transferred to be
3 a portfolio manager from operations manager.

4 Q. I could be wrong, but I think by the time you
5 received this letter, you had already received the AMIP
6 for at least one year prior.

7 A. That's correct, I believe.

8 Q. I'm not sure that we have that letter.

9 A. May 2001.

10 Q. Let me tell you why I think that. There's a
11 paragraph that starts: "Your participation in CSC's
12 Management Incentive Program will continue."

13 Do you see that?

14 A. Yes. I'm sorry.

15 Q. That's why I'm figuring you probably had
16 already received the AMIP.

17 A. Right.

18 Q. Is it logical to assume that you started
19 receiving the AMIP in the year 2000?

20 A. I believe that's correct.

21 Q. You understood that there were no guarantees
22 that you would receive the AMIP forever.

23 MR. WILSON: Object to the form.

24



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1 BY MR. SEEGULL:

2 Q. Correct?

3 A. Correct.

4 Q. You understood that the company has the right
5 to change the terms and conditions of your employment?

6 A. Correct.

7 MR. WILSON: Object to form.

8 Q. You're not employed pursuant to any contract of
9 employment, correct?

10 A. Correct.

11 Q. You're an at-will employee?

12 A. Yes.

13 Q. You're not disputing that the company has the
14 right to make changes to the eligibility of the AMIP
15 plan?

16 A. No, I'm not.

17 Q. In the year in which you were told that you
18 were no longer eligible for AMIP, had you received a
19 worksheet by the time that you were told that?

20 A. No, I don't believe so.

21 Q. What is Horizon?

22 A. Horizon Initiatives was the original name of
23 the chemical account.

24 Q. What documents do you maintain govern your



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1 Q. How were you first notified that you would not
2 be receiving any AMIP payment?

3 A. Via the letter, whatever exhibit that will be.

4 Q. We will get you a copy of it right now.

5 (Deposition Exhibit No. 15 was marked for
6 identification.)

7 THE WITNESS: 15, Exhibit 15.

8 BY MR. SEEGULL:

9 Q. Let's ask that question again. Was Exhibit 15
10 the first notification you had that you would not be
11 eligible for any AMIP payment?

12 A. Yes.

13 Q. Had you heard that this was coming?

14 A. No.

15 Q. This came as a surprise to you?

16 A. Complete surprise.

17 Q. Did you have any discussion with anybody about
18 this?

19 A. Yes.

20 Q. Who did you discuss it with?

21 A. I talked to Bob Tattle, who was my manager at
22 the time.

23 Q. Tell me about your conversations with him.

24 A. I believe he had had notification of this and



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1 was trying to do what he could to keep us on the program,
2 but he was not getting very far with that. Then I went
3 and talked to Human Resources.

4 Q. Let's first talk about your conversations with
5 Bob Tattle.

6 A. Okay.

7 Q. Bob Tattle hadn't told you this was coming?

8 A. No.

9 Q. After you received this letter, you then went
10 to talk to Bob Tattle?

11 A. Yes. Actually, he handed me the letter in
12 person.

13 Q. What did he say?

14 A. He said that he had been trying to work with
15 his management to not have this happen, but there was
16 nothing he could do and he was passing this letter along.

17 Q. Did you say anything to him?

18 A. I asked him what the rationale was.

19 Q. What did he say?

20 A. He said they were attempting to make the AMIP
21 program consistent across CSC and that other
22 organizations in CSC did not have people at our level, at
23 level 6 eligibility, for the program. You had to be a
24 level 7.



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1 Q. So he told you and you understood that the
2 point of the change to the AMIP eligibility was to make
3 it consistent such that it was only for higher-level
4 management people?

5 A. Correct, and in certain roles, I believe.

6 Q. Was there any further discussion that you had
7 with Bob Tattle about AMIP removal or eligibility?

8 A. We had several discussions with him asking me
9 to sign this letter.

10 Q. You didn't want to sign the letter?

11 A. I didn't understand whether signing the letter
12 meant I accepted the program or that I had gotten
13 notification.

14 Q. What did you finally come to understand?

15 A. That it was a notification letter.

16 Q. Anything else that you discussed with
17 Bob Tattle about AMIP?

18 A. He was going to go back and talk to his line
19 management again about moving us to level 7 so that we
20 would still be eligible.

21 Q. Did he get back to you?

22 A. He did, and he was not successful at that, as
23 well.

24 Q. Anything else discussed with Bob Tattle about



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1 Q. Did you discuss with anybody else the AMIP
2 program?

3 A. No.

4 Q. So just Nick Wilkinson and Jim Styles?

5 A. Correct. And Bob Tattle, obviously.

6 Q. You never had any other conversations with
7 Bob Tattle?

8 A. No.

9 Q. I'm going to show you now what's been marked as
10 Exhibit 4. Do you recognize this?

11 A. Yes.

12 Q. What is it?

13 A. It's a letter we received about contacting the
14 attorneys.

15 Q. Did you help write this?

16 A. Yes.

17 Q. Who did you write it with?

18 A. Brian Miller and Dawn Hauck.

19 Q. How did you go about writing the letter?

20 A. Brian drafted the letter and Dawn and I
21 reviewed it.

22 Q. Did you make changes to the letter?

23 A. We might have made wording changes.

24 Q. Do you remember which wording changes you made?



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1 A. No.

2 Q. Who did you send it to?

3 A. We sent it to those people we suspected had
4 been removed from the program.

5 Q. How did you get their names?

6 A. Well, we were all managers, so we knew most of
7 the names.

8 Q. How did you get their addresses?

9 A. Looked them up on the Internet.

10 Q. Who was responsible for sending these letters
11 out?

12 A. Brian sent the letters out.

13 Q. Who paid for the postage?

14 A. Brian paid for the postage.

15 Q. Did you reimburse him?

16 A. No.

17 Q. How many letters did you send out?

18 A. I don't know.

19 Q. Would you agree that your performance reviews
20 don't have anything to do with this case?

21 A. Yes.

22 (Deposition Exhibit No. 16 was marked for
23 identification.)

24



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1 A. Correct.

2 Q. There were two attachments to the e-mail?

3 A. Yes.

4 Q. What were the attachments?

5 A. One is the worksheet for the AMIP's
6 calculation. One is a spreadsheet. One's a pdf. I
7 don't remember what the difference of the two attachments
8 is. Do you have the attachments?

9 Q. I'm not sure that we have the pdf. Is the pdf
10 the worksheet or is the AMIPS-FY03 -- is that the
11 worksheet?

12 A. My guess is that the pdf is -- what does he say
13 here? He doesn't tell us either, does he? I don't know
14 without opening up the attachments.

15 Q. Look at paragraph 3, it says, "The financial
16 targets will be paid out on an over/under sliding scale
17 achievement against target. EPS will be paid out in a
18 similar fashion (see attached PP file)."

19 Does that mean PowerPoint?

20 A. PowerPoint. Yes.

21 Q. The first was a PowerPoint file?

22 A. The second must have been the worksheet.
23 Here's where they added the new measurement of return of
24 investment.



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1 Q. So for fiscal year 2003 you did not receive the
2 worksheet until December 11th, 2002?

3 A. That's correct.

4 Q. So prior to December 11th, 2002, you did not
5 know how AMIP was going to be calculated for fiscal year
6 2003?

7 A. We didn't know the specifics, that's correct.

8 Q. What is the PowerPoint that he's attaching
9 here?

10 A. It looks like that's the financial target
11 sliding scale description. But, again, I'd have to open
12 the document to verify that.

13 Q. Was individual performance still a component
14 for fiscal year 2003 AMIP?

15 A. I believe so.

16 Q. The reason I ask that is it says in the second
17 paragraph, it says, "In order to drive the uniformity of
18 our efforts, all ASD AMIP eligible staff will share a
19 100% financially driven AMIP schedule."

20 Do you see that?

21 A. Yes.

22 Q. Does that indicate to you that individual
23 performance was not a component in that year's AMIP
24 schedule?



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1 the mean?

2 MR. WILSON: Object to the form.

3 BY MR. SEEGULL:

4 Q. Or the median, correct?

5 A. Also correct.

6 Q. Why do you have to estimate what your damages
7 are in the first place? How come you don't know what
8 your actual damages are?

9 A. Because we would not have known the total
10 percentage of payout until the end of the fiscal year.

11 Q. But we're now beyond the end of that fiscal
12 year. What were your actual damages rather than just
13 giving me an estimate?

14 A. Again, they never -- since we didn't have these
15 worksheets done that year, nothing was completed or
16 filled out in terms of what targets we met.

17 Q. So there's no way to know exactly what your
18 AMIP would have been for that year or six months of that
19 year other than through an estimate?

20 A. A pretty good guess through an estimate, yes.

21 Q. But there's no way to know for sure because the
22 worksheets were never provided. So we don't know what
23 would have been applicable to you for that year.

24 MR. WILSON: Object to the form.



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1 BY MR. SEEGULL:

2 Q. Correct?

3 A. That's correct.

4 Q. Did you ever speak to anybody who did receive
5 an AMIP for fiscal year 2004 about how their AMIP was
6 calculated?

7 A. No.

8 Q. Why not?

9 A. Not something that people normally talk about.

10 Q. The decision to remove you from AMIP
11 eligibility was not a personal decision, correct?

12 A. Correct.

13 Q. It wasn't about you --

14 MR. WILSON: Object to the form.

15 BY MR. SEEGULL:

16 Q. -- in particular?

17 A. That's correct.

18 Q. It was an attempt to align the
19 cross-organizations within CSC and provide it for the
20 senior-level managers.

21 A. Correct.

22 MR. WILSON: Object to the form.

23 Q. You knew that it had been a difficult financial
24 year for the company in 2003, correct?



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1 A. For the overall company, yes. For our account
2 it had been a good financial year, actually.

3 Q. The company has the right to use its business
4 judgment to determine the best way to save money and
5 increase profits.

6 MR. WILSON: Object to the form.

7 A. That's correct. They also have a
8 responsibility to notify us in a timely manner.

9 Q. What to you is a timely manner? How quickly
10 did they have to notify you after the close of the fiscal
11 year that they were changing the AMIP program?

12 A. I think they should have notified us either
13 before the fiscal year started or shortly thereafter.

14 Q. What's shortly thereafter?

15 A. May/June.

16 Q. If they had notified you in June of 2003 that
17 you were not going to be eligible for the AMIP program in
18 fiscal year 2004, you wouldn't have had a problem with
19 that?

20 A. I don't believe I would have had a problem with
21 that.

22 Q. Why?

23 A. Because it would have meant they had studied
24 the financials and made a decision around the same time



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)

NEW CASTLE COUNTY)

I, Kimberly A. Hurley, Registered Professional Reporter and Notary Public, do hereby certify that there came before me on the 13th day of January, 2006, the deponent herein, KAREN A. MASINO, who was duly sworn by me and thereafter examined by counsel for the respective parties; that the questions asked of said deponent and the answers given were taken down by me in Stenotype notes and thereafter transcribed by use of computer-aided transcription and computer printer under my direction.

I further certify that the foregoing is a true and correct transcript of the testimony given at said examination of said witness.

I further certify that I am not counsel, attorney, or relative of either party, or otherwise interested in the event of this suit.

Kimberly A. Hurley
Certification No. 126-RPR
(Expires January 31, 2008)

DATED:



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IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

BRIAN MILLER, HECTOR CALDERON,)
CHARLES FOLWELL, DAWN M.)
HAUCK, KEVIN KEIR, ASHBY)
LINCOLN, KAREN MASINO, ROBERT)
W. PETERSON, SUSAN M. POKOISKI,)
DAN P. ROLLINS, and WILLIAM)
SPERATI,)

Plaintiffs,)

v.)

C.A. No. 05-10-JJF)

COMPUTER SCIENCES CORPORATION,)
Defendant.)

Deposition of ROBERT W. PETERSON taken pursuant to notice at the law offices of Potter Anderson & Corroon, Hercules Plaza, 6th Floor, Wilmington, Delaware, beginning at 9:00 a.m., on Saturday, January 28, 2006, before Kimberly A. Hurley, Registered Merit Reporter and Notary Public.

APPEARANCES:

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Wilmington, Delaware 19806
for the Plaintiffs

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ORIGINAL

1 A. Yes. ACM, Association of Computing Machinery.

2 Q. Anything else?

3 A. Not that I'm aware of.

4 Q. Where did you work immediately prior to working
5 for CSC?

6 A. At DuPont.

7 Q. When did you begin working at DuPont?

8 A. 1989.

9 Q. What was your position at DuPont?

10 A. I was a manager.

11 Q. What did that job entail?

12 A. It entailed supervising individuals and
13 managing projects related to software and hardware.

14 Q. What was your final salary at DuPont?

15 A. Good question. I don't know.

16 Q. Were you in a bonus program?

17 A. Yes.

18 Q. For how many years of your employment were you
19 in the bonus program?

20 A. From 1989 through '97.

21 Q. So that's throughout your entire employment?

22 A. Yes. With DuPont, yes.

23 Q. What was the bonus program called?

24 A. I don't remember.



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1 Q. Were there any documents that set forth the
2 bonus program?

3 A. Yes.

4 Q. What were those?

5 A. I don't know if they had a name. There were
6 management guidelines and compensation descriptions and
7 things like that.

8 Q. Do you still have any of those documents?

9 A. No.

10 Q. How did you learn about this bonus program at
11 DuPont?

12 A. I learned about it when I was given it the
13 first time.

14 Q. Did somebody tell you about it?

15 A. Yes. They said, "You are now part of our
16 management bonus program and here's your amount."

17 Q. How were the bonuses calculated?

18 A. I don't know in DuPont.

19 Q. Were they awarded annually?

20 A. Yes.

21 Q. Were they awarded at the end of the fiscal
22 year?

23 A. I'm not sure.

24 Q. Who was eligible at DuPont for the bonus



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1 program?

2 A. I don't know that there were any set
3 guidelines. It was at the discretion of management. You
4 had to be a certain level to be there, to get on the
5 program, though.

6 Q. How much was the bonus that you received?

7 A. It was a 30 percent bonus.

8 Q. Was it 30 percent every year?

9 A. I don't recall.

10 Q. Did everyone receive the same percent?

11 A. No.

12 Q. And the percentage decided was at the
13 discretion of management?

14 A. It was decided when you first were put on the
15 program what your percentage would be and then as you got
16 promoted and things like that, that could be changed by
17 management.

18 Q. When you say "percentage," you mean percentage
19 of your salary?

20 A. Yes. Yes.

21 Q. When did you first start working for CSC?

22 A. June of '97.

23 Q. What was your first position at CSC?

24 A. Trying to think of the name, the title. Senior



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1 consultant.

2 Q. What group were you in?

3 A. I was in the Chemical Group, chemical -- it was
4 Horizon Initiatives at the time.

5 Q. When you joined, it was called Horizon
6 Initiatives?

7 A. Yes.

8 Q. It's now called Chemical Group?

9 A. I don't know what it's called now, but we went
10 through some iterations of names.

11 Q. How did the Horizon Initiatives Group fit into
12 the organizational structure of CSC at the time?

13 A. I'm not sure I understand what you mean by
14 that.

15 Q. Was it part of a larger business unit?

16 A. I'm not sure. My impression is that it
17 reported to a vice president of some level, a separate
18 group.

19 Q. Who was your direct supervisor?

20 A. At the time of transition?

21 Q. Yes.

22 A. I think it was Bill Fay.

23 Q. Do you know who his supervisor was?

24 A. Frank Cebula.



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1 Q. Who was the ultimate head of the Horizon
2 Initiative Group?

3 A. I'm not sure.

4 Q. You're no longer employed at CSC?

5 A. That's correct.

6 Q. When did you leave?

7 A. June of 2004.

8 Q. Who was your supervisor at the time you left?

9 A. My direct supervisor was Gary Green.

10 Q. When you joined CSC, what was your starting
11 salary?

12 A. I don't recall.

13 Q. Do you recall your salary level?

14 A. I was a grade 6.

15 Q. Did you receive any AMIP bonuses when you
16 joined CSC?

17 A. Yes.

18 Q. When did you begin receiving them?

19 A. The first year I was part of CSC.

20 Q. In 1997?

21 A. Yes.

22 Q. Is that fiscal year 1997?

23 A. Good question. We joined in '97, so it would
24 have been fiscal year '98, I believe.



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1 BY MS. BOYD:

2 Q. I'm handing you what's been marked as
3 Exhibit 20. Do you recognize this document?

4 A. Yes.

5 Q. What is it?

6 A. It looks like the offer letter to offer
7 employment.

8 Q. Does this letter say anything about a bonus
9 program?

10 A. Yes.

11 Q. Does it guarantee that you will be eligible to
12 participate in this program for your entire career at
13 CSC?

14 A. No.

15 Q. You can hand that back to me.

16 You were an at-will employee at CSC; is
17 that correct?

18 A. I guess. I don't know what that means.

19 Q. You didn't have an employment contract, did
20 you?

21 A. That's a contract, isn't it?

22 Q. You believe this is an employment contract?

23 A. That's what I assumed it to be. They offered
24 me employment.



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1 their names.

2 Q. About how many meetings were there?

3 A. Probably recall two or three.

4 Q. These meetings were conducted by DuPont HR
5 employees?

6 A. Yes. We also met with CSC people during the
7 transition.

8 Q. Who did you meet with from CSC?

9 A. I don't remember names.

10 Q. Who attended the meetings?

11 A. Most DuPont employees who were affected by the
12 change.

13 Q. What was the purpose of the meetings?

14 A. Just to inform people of the benefits and what
15 was going to happen during the transition to inform you
16 whether you wanted to make the transition or not.

17 Q. You said benefits were discussed. What was
18 discussed about benefits?

19 A. What I remember is things like, as in the offer
20 letter, there was some increases in salary to cover
21 things like disability, the differences in the various
22 amounts you'd pay, and what the health benefit
23 differences might be and things like that.

24 What I remember is the overall tone being



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1 assuring DuPont employees that whatever benefits you had
2 at DuPont would be carried over to CSC and that
3 adjustments were made to make sure that that would keep
4 you whole.

5 Q. Were bonus programs discussed?

6 A. Only on an individual basis. Not as a whole
7 group of people in a meeting.

8 Q. They weren't discussed at meetings?

9 A. I'm sure someone discussed it with me
10 individually.

11 Q. Do you remember who that was?

12 A. No. Probably would have been my manager,
13 but...

14 Q. What did they tell you?

15 A. I don't remember.

16 Q. Were any documents provided at these meetings?

17 A. Yes.

18 Q. Do you still have any of them?

19 A. Possibly. I don't have them with me.

20 Q. Did your manager provide you any documents at
21 that individual meeting you referenced?

22 A. No, I don't recall.

23 Q. Did you participate in any orientation when you
24 began working at CSC?



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1 A. Yes.

2 Q. Who conducted that?

3 A. I don't recall.

4 Q. When was that?

5 A. Around the time of transition. I don't know
6 exact dates.

7 Q. Were bonuses discussed during the orientation?

8 A. I don't remember.

9 Q. What does AMIP stand for?

10 A. Annual Management Incentive Program.

11 Q. What is it?

12 A. What is AMIP?

13 Q. What is AMIP?

14 A. It is an incentive program that is distributed
15 annually to people who are on the AMIP list, you might
16 say, that have been designated as earning that amount,
17 that compensation.

18 Q. How do you get to be on the AMIP list?

19 A. Couple ways. One was as a part of the
20 transition, we were kind of grandfathered onto it. You
21 could also go through a process each year where I know as
22 I went through performance appraisals with my people and
23 my management, we talked about the last phase of that as
24 being who needed to be -- who was justified, perhaps, in



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1 Q. How did you receive that?

2 A. The HR department gave me access to it in the
3 system and I printed out a copy just because I wanted to
4 understand how it worked.

5 Q. Did you produce that document to CSC?

6 A. I produced it to my attorney.

7 Q. What time of year did you receive that
8 worksheet, generally?

9 A. Generally it was at the time that I was
10 notified of my AMIP check, how much I was going to
11 receive. So it would have been the May/June time frame.

12 Q. So you received that and it showed you how your
13 AMIP check that you were getting was calculated?

14 A. That's correct. Told me the amounts, what it
15 would be.

16 Q. What is an AMIP bonus?

17 A. What is an AMIP bonus. It's a bonus that's
18 based on various factors, company performance, individual
19 performance, those kind of things, and those things
20 change each year, and it is variable compensation we call
21 it at DuPont where it would change from year to year
22 depending on how those factors played out.

23 Q. It amounts to a percentage of your salary,
24 correct?



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1 A. Yes. There's an upper limit.

2 Q. You said it's based on a number of different
3 factors?

4 A. Yes.

5 Q. That change each year?

6 A. They could change.

7 Q. They include corporate objectives?

8 A. Yes.

9 Q. Personal objectives?

10 A. They could. Sometimes they did, sometimes they
11 didn't.

12 Q. Financial factors?

13 A. Yes.

14 Q. Or nonfinancial factors?

15 A. Uh-huh.

16 Q. Those factors are measured for the entire
17 fiscal year, right?

18 A. Yes, I guess.

19 Q. That fiscal year runs from April 1st to
20 March 31st?

21 A. Yes. I would say that they are tracked through
22 the year as opposed to being just measured once.
23 Calculated at the end of the year because you don't know
24 what they are till the whole year is over, but you're



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1 watching those numbers throughout the year as much as you
2 have effect on them. Personal goals, for example, I
3 would track them on my own -- with my management.

4 Q. So you need to know those factors on the
5 worksheet to calculate your AMIP?

6 A. Yes. Actually it was calculated for me.

7 Q. Did you know of the factors before you received
8 your bonus at the end of the year?

9 A. Before I received the bonus, yes, usually.

10 Q. How did you know that?

11 A. The worksheet was shown to me and said this is
12 what you will be receiving and here's the calculations
13 that made up that.

14 Q. So the worksheet was shown to you prior to the
15 end of the fiscal year, so you would --

16 A. No. It was usually shown to me after the end
17 of the fiscal year because the calculation was made at
18 the end of the fiscal year.

19 Q. Did you know prior to the end of the fiscal
20 year what you were supposed to be working towards that
21 year?

22 A. Usually. And it normally was not until about
23 halfway through it that we actually nailed down some
24 goals, and those goals would change.



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1 Q. How did you receive that information?

2 A. My manager usually talked to me about it or
3 maybe through an e-mail, these are the group goals that
4 we have established this year.

5 Q. Did you know what the corporate goals were?

6 A. Usually about the same time that the group
7 goals were established the corporate goals were. Not
8 always.

9 Q. Who sent you the corporate goals?

10 A. My management usually did.

11 Q. So somewhere midway through the year you would
12 know the goals or objectives that would factor into your
13 ultimate AMIP bonus?

14 A. Yeah, and that midway through the year changed
15 different times. Sometimes my manager and I would
16 discuss my personal goals prior to that or after that.

17 Q. How do you calculate an AMIP bonus?

18 A. I didn't calculate it. It was calculated for
19 me, as I said. Normally you took multiple factors. You
20 had an upper limit, say -- in my case it was 30 percent
21 of my salary was a potential. And then each of the
22 factors were -- say an operating income goal might be
23 10 percent, another goal might be 20 percent. As those
24 goals were set out, the degree of reaching that goal was



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1 calculated in a percentage and a mathematical calculation
2 was made to say you might get, say, 90 percent of your
3 total AMIP. So it was all calculated out.

4 Also, there was a proration factor that was
5 built in for the number of months that you were on the
6 AMIP.

7 Q. When you say "built in," what do you mean by
8 that?

9 A. In the worksheet there is a field that is the
10 number of months for prorating AMIP. In my case it was
11 12, the sheet that I gave him because I was eligible for
12 the entire year.

13 Q. The AMIP bonus was designed to incentivize the
14 people on the program to work towards the corporate and
15 individual goals, right?

16 A. Yes.

17 Q. Do you know of anyone who received an AMIP
18 bonus but was never told about their goals?

19 A. I don't recall anyone, no. I would say none of
20 my people did. I told them if they were eligible.

21 Q. How did the people you managed know if they
22 were eligible?

23 A. I would discuss their goals with them. And if
24 they were added to the list, then around the May/June



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1 time frame we informed them that, congratulations, you've
2 been added to the list. If they were taken off the list,
3 we would say I'm sorry to inform you that you were taken
4 off the list for these reasons.

5 Q. So you would tell them at the end of the year?

6 A. I would tell them at the time that they
7 received any salary changes, here's your rating, here's
8 your new raise if you got one, and you're either on the
9 list or not. If I didn't tell them anything, they were
10 to assume they were still on the AMIP list.

11 Q. In what fiscal years did you receive AMIP
12 bonuses?

13 A. Every fiscal year from '97 on to -- yeah, '97
14 to 2004.

15 Q. What was the amount --

16 A. Except for the one in question here.

17 Q. What was the amount of the bonus you received?

18 A. It varied. Different amounts in different
19 years.

20 Q. What was the range?

21 A. I'm not sure of the exact range. Sometimes it
22 was 100 percent of the 30 percent of my salary and
23 sometimes it was less.

24 Q. For each of those years you received an AMIP



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1 you had discussed with your manager your goals; is that
2 right?

3 A. At some point in the year, yes.

4 Q. You had received the corporate objectives?

5 A. At some point in the year, yes.

6 Q. When did you generally receive your AMIP bonus
7 payment?

8 A. Generally it was in a June or July paycheck, I
9 believe.

10 Q. So after the close of the fiscal year?

11 A. Yes.

12 Q. Why was it after the close of the fiscal year?

13 A. You had to calculate it first and then put it
14 through the payroll system and also had to go through a
15 performance appraisal for the prior year to see what
16 level you would be compensated for. You had to also
17 calculate whether you made your goals and whether the
18 company made their goals.

19 Q. So the company waited till the end of the
20 fiscal year?

21 A. Yes. To calculate the operating income goals
22 and things like that because the books weren't closed
23 till then.

24 Q. When were you notified that you would no longer



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1 be eligible for participation in AMIP?

2 A. I think the letter was September 11th, 2003.
3 I'm not sure.

4 Q. Who told you this?

5 A. I received a letter and also my manager,
6 Val Rowan, told me.

7 Q. Did you receive a letter in the mail?

8 A. I don't remember if it came in the mail or it
9 was handed to me personally.

10 Q. When did Ms. Rowan meet with you?

11 A. I don't know exactly when.

12 Q. What did she tell you?

13 A. She told me I was being taken off of the AMIP
14 list and there will be a letter or she gave me the
15 letter -- I don't remember if I received it in the mail
16 or she gave it to me, saying that I was no longer to
17 receive the AMIP bonus.

18 Q. That was around September of 2003?

19 A. Around there, yes.

20 Q. So you understood at that time that you
21 wouldn't be receiving an AMIP bonus at all?

22 A. Correct.

23 Q. You're requesting from CSC a prorated bonus
24 from the beginning of the fiscal year, April 1st, through



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1 Q. You never received a completed AMIP worksheet
2 for fiscal year 2004?

3 A. That's correct.

4 Q. What are your damages in this case?

5 A. The money that I did not receive for the six
6 months that's in question here, I think. I have a plane
7 ticket it took to get me here. And any attorneys' costs
8 and those kinds of things.

9 Q. How much do you estimate your damages are for
10 those six months?

11 A. Around \$15,000.

12 Q. How did you get to that number?

13 A. I took my 30 percent that was eligible and then
14 took the amount of time -- amount in question from April
15 to September and then calculated it from that standpoint.
16 About half.

17 Q. So you took 30 percent of your salary?

18 A. Yes. And half of that.

19 Q. Took half of that. That's just an estimate,
20 right?

21 A. Yes.

22 Q. Because you didn't have the factors --

23 A. I don't have the factors, that's correct.

24 Q. It would be impossible for you to come up with



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1 a final number of what you would have received had you
2 not been removed from AMIP?

3 A. That's right.

4 Q. You don't know what metrics or factors were
5 used to calculate the AMIP bonuses in fiscal year 2004?

6 A. Not exactly, that's right. I know what was
7 used to calculate prior years, but not that year.

8 Q. You took 30 percent of your salary to get to
9 your estimate. There are lots of ways you could have
10 come up with an estimate; is that right?

11 A. Uh-huh. Yeah, if I knew the factors, I could
12 have added in there. If I knew the percentage that CSC
13 paid out, I could have multiplied it times that. I took
14 a guess that that was 97 percent or something like that.

15 Q. You didn't always receive 30 percent of your
16 salary?

17 A. Not always.

18 Q. You just picked an arbitrary way of calculating
19 what you think your AMIP --

20 A. It was an estimate.

21 MR. WILSON: Object to form.

22 Q. Excuse me?

23 A. It was an estimate.

24 Q. You don't know exactly what motivated CSC to



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1 remove you from AMIP in fiscal year of 2004, do you?

2 A. Correct.

3 Q. It wasn't a personal decision about you, was
4 it?

5 A. As far as I know, that's true.

6 MR. WILSON: Object to form.

7 Q. CSC removed all people at your salary level in
8 your group?

9 A. I don't know that. I understand that some
10 people were not removed or put back on.

11 Q. Who do you know that wasn't removed?

12 A. I don't know of specific people. I just heard
13 rumor.

14 Q. You heard a rumor that some people in your
15 salary level were not removed?

16 A. Are still on, right.

17 Q. Who did you hear the rumor from?

18 A. Don't know.

19 Q. When did you hear the rumor?

20 A. Somewhere between the time after the letter and
21 when I left CSC. I don't recall exact dates.

22 Q. Fiscal year 2003 was a tough year for CSC,
23 correct?

24 A. Okay.



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1 Q. Is that correct?

2 A. Yes, as far as I recall.

3 Q. The company has a right to make decisions to
4 save money, right?

5 A. That's correct.

6 Q. And the right to make decisions to increase
7 profits?

8 A. That's correct.

9 Q. And the company's entitled to use its business
10 judgment to determine the best way to save money and
11 increase profits, right?

12 A. That's correct.

13 Q. Your problem in this lawsuit is that you don't
14 think you should have been removed from AMIP because of
15 your contributions to CSC, correct?

16 A. That's not correct.

17 Q. Explain to me, then.

18 A. My problem is the timing of it. I don't have
19 an issue with removing me from AMIP when I am informed
20 when the action has happened. But retroactively is an
21 issue with me.

22 Q. So then you don't have a problem with CSC
23 removing people from AMIP?

24 A. No.



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